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August 18, 1999

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 3660
Jefferson City, Missouri 65102

RECEIVED²
AUG 18 1999
Records
Public Service Commission

RE: *In the matter of the Application of Axon Telecom, L.L.C. for a Certificate of Service
Authority to Provide Competitive Intrastate Interexchange Telecommunications
Services*

TA 2000-156

Dear Mr. Roberts:

Enclosed are the original and six (6) copies of the tariff of Axon Telecom, L.L.C. for filing in the above-referenced matter. A copy of the foregoing tariff has been hand-delivered or mailed this date to parties of record.

Thank you for your attention to this matter.

Sincerely,

James M. Fischer
James M. Fischer

/jr
Enclosures

cc: Office of the Public Counsel

0000133

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Missouri Public
Service Commission

RE: *In the matter of the Application of Axon Telecom, L.L.C. for a Certificate of Service Authority to Provide Competitive Intrastate Interexchange Telecommunications Services*

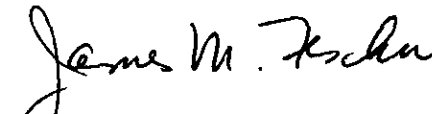
TA 2000-156

Dear Mr. Roberts:

Enclosed are the original and fourteen (14) copies of the Application of Axon Telecom, L.L.C. for filing in the above-referenced matter. A copy of the foregoing Application has been hand-delivered or mailed this date to parties of record.

Thank you for your attention to this matter.

Sincerely,


James M. Fischer

/jr
Enclosures

cc: Office of the Public Counsel

0000133

BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

FILED²

AUG 18 1999

Missouri Public
Service Commission

In the matter of the Application of Axon Telecom,)
L.L.C. for a Certificate of Service Authority)
to Provide Competitive Intrastate Interexchange)
Telecommunications Service)

Case No. TA-2000-156

APPLICATION

COMES NOW Axon Telecom, L.L.C. ("Axon") and requests a Certificate of Service Authority to provide competitive intrastate interexchange telecommunications services between and among locations within the state of Missouri pursuant to Section 392.410, RSMO 1994.¹ In support of its request, Axon provides the following information:

1. Axon is a limited liability company organized under the laws of Kentucky. Its principal office is located at:

Axon Telecom, L.L.C.
450 Pryor Boulevard
Sturgis, Kentucky 42459

Contact: Vicki Davis
Telephone: (800) 232-7155, ext. 237
Facsimile: (270) 333-3300

A copy of Axon's Articles of Organization and Certificate of Authority to transact business in Missouri are attached hereto as Exhibit I and incorporated herein by reference.

2. Axon proposes to own, operate, control and manage facilities used to provide telecommunications service throughout the state of Missouri. As a result, Axon would be defined as a "telecommunications company" under Section 386.020(42). Axon's principal service will be

¹All statutory references are to Revised Statutes of Missouri 1994.

2

the provision of dark fiber facilities for lease by other telecommunications companies. Rates are developed on an individual case basis. Axon will not provide retail services directly to consumers.

3. Axon's tariff which contains the rules and regulations applicable to its customers, a description of the services offered, and a list of rates associated with such services, is being simultaneously filed with the Commission and has a forty-five (45) day effective date.

4. Axon requests classification as a competitive intrastate interexchange telecommunications company operating within the state of Missouri. Axon further requests classification of services described in Axon's tariff as competitive services.

5. Applicant will not unjustly discriminate among its customers, which discrimination is prohibited pursuant to Section 392.200.

6. Applicant, pursuant to Section 386.570, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

7. Axon also respectfully requests, pursuant to Section 392.420, RSMo (Cum. Supp. 1990), that the Commission suspend, waive or modify the application of the following rules and statutory provisions as they relate to the regulation of the Applicant:

4 CSR 240-10.020	-	Depreciation fund income
4 CSR 240-30.010(2)(C)	-	Posting of exchange rates at central operating offices
4 CSR 240-30-040	-	Uniform system of accounts
4 CSR 240-32.030(1)(B) and (C)	-	Exchange area maps and record of access lines
4 CSR 240-32.030(2)	-	In-state record keeping
4 CSR 240-32.050(3) through (6)	-	Information concerning local service tariffs, maps, directories, and telephone numbers
4 CSR 240-32.070(4)	-	Coin telephones
4 CSR 240-33.030	-	Minimum charges rules
4 CSR 240-33.040(5)	-	Finance fee
Section 392.240(1)	-	Rates--reasonable average return on investment
Section 392.270	-	Property valuation

Section 392.280	-	Depreciation rates
Section 392.290	-	Issuance of securities
Section 392.310	-	Issuance of stocks and bonds
Section 392.320	-	Stock dividends
Section 392.330	-	Issuance of securities, debt and notes
Section 392.340	-	Reorganization

The above-referenced rules and statutory provisions have been waived with regard to other interexchange carriers in prior cases. These rules or statutory provisions are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as the Applicant.

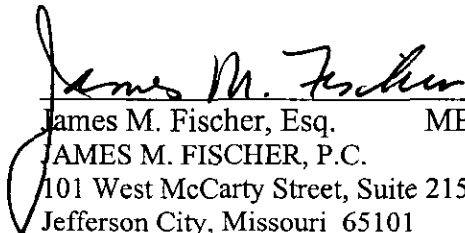
8. Correspondence or communications pertaining to this application should be addressed to:

James M. Fischer
Attorney at Law
101 West McCarty Street, Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Fax: (573) 636-0383

WHEREFORE, Axon Telecom, L.L.C. respectfully requests the Commission to grant it a Certificate of Service Authority to provide competitive intrastate interexchange telecommunications service within the state of Missouri; an order classifying it as a competitive telecommunications company providing competitive service; an order suspending, waiving, or modifying the

above-referenced rules and statutory provisions as they relate to the regulation of the Applicant in the state of Missouri; and for such further orders as the Commission deems appropriate.

Respectfully submitted,


James M. Fischer, Esq. MBN 27543
JAMES M. FISCHER, P.C.
101 West McCarty Street, Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Fax: (573) 636-0383

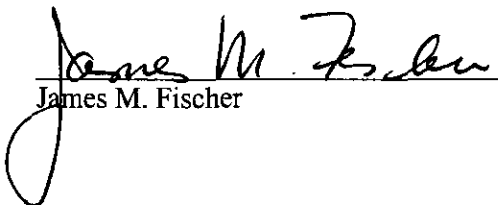
ATTORNEY FOR APPLICANT

Dated: August 18, 1999

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered or mailed, First Class mail, postage prepaid, this 18th day of August, 1999, to:

Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102


James M. Fischer

VERIFICATION

I, William P. Ludwig, Jr., first being duly sworn upon oath depose and say I am President of Axon Telecom, L.L.C., a Kentucky limited liability company; that I have read the above and foregoing Application by me subscribed and know the contents thereof; that said contents are true in substance and in fact, except as to those matters stated upon information and belief, and as to those, I believe same to be true.

William P. Ludwig Jr.
William P. Ludwig, Jr., President
Axon Telecom, L.L.C.

Subscribed and sworn to before me this 10th day of August, 1999.

Vickie A. Davis
Notary Public

My Commission Expires: July 3, 2003

**ARTICLES OF ORGANIZATION
FOR
AXON TELECOM, LLC**

RECEIVED & FILED
JUN 16 9 52 AM '99
SECRETARY OF STATE
BY COM. OF

The undersigned person forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act (the "Act"), KRS Chapter 275, as follows:

1. The name of the limited liability company (the "Company") shall be Axon Telecom, LLC.
2. The street address of the Company's initial registered office shall be 400 West Market Street, 32nd Floor, Louisville, Kentucky 40202-3363. The name of the Company's initial registered agent at that office shall be BTH Inc.
3. The mailing address of the initial principal office of the Company shall be P. O. Box 409, 450 Pryor Boulevard, Sturgis, Kentucky 42459.
4. The Company is to be managed by one or more managers. The Company shall have a Board of Directors which shall serve as the Company's "manager" as that term is contemplated in the Act. The Company's Board of Directors shall act through the Company's duly authorized officers.
5. The existence of the Company will be perpetual, except as provided in the Company's Operating Agreement.


Scott W. Dolson, as organizer

FILED IN OFFICE

JUN 17 1999

Bobbie Holsclaw, Clerk
By ESH D.C.

**CONSENT TO SERVE
AS
INITIAL REGISTERED AGENT
FOR
AXON TELECOM, LLC**

The undersigned hereby consents to serve as the initial registered agent for Axon Telecom, LLC (the "Company"), as contemplated by the Company's Articles of Organization.

BTH INC.

By 

Scott W. Dolson, President

SENT BY:
NO. FLO030433

8: 88 : 16:03 :

CT CORP 314

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,
AXON TELECOM, LLC

USING IN MISSOURI THE NAME
AXON TELECOM, LLC

AND EXISTING UNDER THE LAWS OF THE STATE OF KENTUCKY
HAS FILED WITH THIS STATE ITS APPLICATION FOR REGISTRATION AND
WHEREAS THIS APPLICATION FOR REGISTRATION CONFORMS TO THE
MISSOURI LIMITED LIABILITY COMPANY ACT,

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE,
STATE OF MISSOURI, BY VIRTUE OF AUTHORITY VESTED IN ME BY LAW,
DO CERTIFY AND DECLARE THAT ON THE 10TH DAY OF AUGUST, 1999,
THE ABOVE FOREIGN LIMITED LIABILITY COMPANY IS DULY AUTHORIZED
TO TRANSACT BUSINESS IN THE STATE OF MISSOURI
AND IS ENTITLED TO ANY RIGHTS GRANTED
LIMITED LIABILITY COMPANIES.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
10TH DAY OF AUGUST, 1999.



Rebecca McDowell Cook
Secretary of

\$105.00

Post-It Fax Note 7671		Date	8/10	# of pages	1
To	Martha Martin	From	Raven		
Co/Dept.		Co.	CT		
Phone #		Phone #			
02/933-3370		Fax #			